

CARTER LEDYARD & MILBURN LLP
Counselors at Law

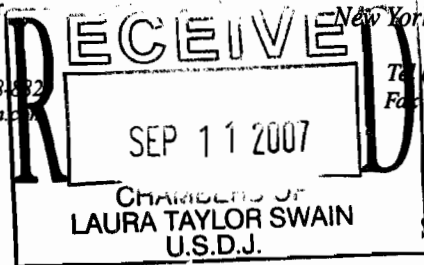
701 8th Street, N.W., Suite 410
Washington, DC 20001-3893
(202) 898-1515

Gary D. Sesser
Partner

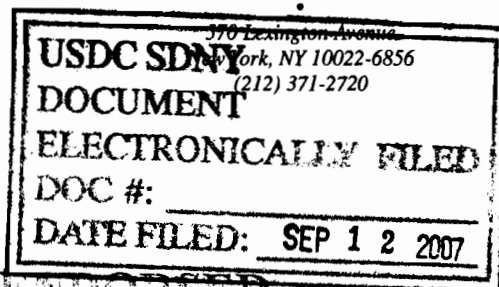
Direct Dial: 212-238-4332
E-mail: sesser@clm.com

2 Wall Street
New York, NY 10005-2072

Tel (212) 732-3200
Fax (212) 732-3232



September 10, 2007



VIA HAND DELIVERY

Hon. Laura T. Swain
United States District Judge
United States District Court
500 Pearl Street, Room 755
New York, NY 10007

MEMO ENDORSED

IT IS ORDERED that counsel to whom this Memo Endorsement is sent is responsible for faxing or otherwise delivering promptly a copy to all counsel and unrepresented parties and filing a certificate of such service within 5 days from the date hereof. Do it fax such certification to Chambers.

Re: *Joe Simon-Whelan v. The Andy Warhol Foundation for the Visual Arts, Inc., et al.*
Index No. 07-CV-6423 (LTS) (AJP)

Dear Judge Swain:

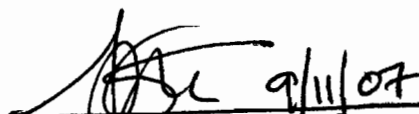
We represent the defendants Andy Warhol Foundation for the Visual Arts, Inc., Vincent Fremont, Vincent Fremont Enterprises, and The Andy Warhol Art Authentication Board, Inc. (collectively, "Defendants") in the above-captioned matter.

On or before September 14, 2007, we intend to file a Motion to Dismiss the Complaint pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure. We are writing to you to request that the Court extend the page limitation for our Memorandum of Law from 25 pages to 45 pages. Plaintiff's counsel consents to this request.

Request granted. fw

We believe the page extension is necessary to respond adequately to the lengthy and complex allegations in Plaintiff's Complaint. The 47-page Complaint includes 206 paragraphs of allegations and purports to state nine causes of action, including claims for violations of the federal and state antitrust laws, the Lanham Act, fraud, "punitive damages," declaratory judgment, breach of contract, and breach of implied covenant of good faith and fair dealing. The attached letter which was sent last week to Plaintiff's counsel in compliance with this Court's rules to attempt to resolve matters prior to the filing of civil motions, summarizes Defendants' bases for their Motion to Dismiss, and illustrates why the Memorandum of Law will require more than 25 pages. In particular, Plaintiff's antitrust claims raise numerous points of law that require analysis, particularly in light of new Supreme Court precedent in *Bell Atlantic Corp. v. Twombly*, 127 S.Ct. 1955 (2007).

SO ORDERED.


LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE